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(212) 474-1820

March 13, 1996

11444-I

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is an Amended and Restated Memorandum of Lease Assignment, a "secondary document", dated as of June 15, 1995. The primary document to which this is related is the Memorandum of Lease Agreement dated as of June 15, 1995, recorded with the Interstate Commerce Commission under recordation number 19494.

The names and addresses of the parties to the document are as follows:

ASSIGNOR: First Security Bank of Utah,
National Association, as trustee for
Fleet Credit Corporation
79 South Main Street
Salt Lake City, Utah 84111

ASSIGNEE: Harris Trust and Savings Bank
311 West Monroe
Chicago, Illinois 60606

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates listed therein.

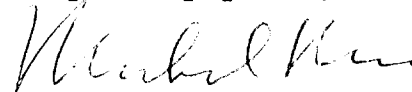
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Amended and Restated Memorandum of Lease Assignment dated as of June 15, 1995, between First Security Bank of Utah, N.A. (as trustee for Fleet Credit Corporation), as assignor, and Harris Trust and Savings Bank, as assignee, covering the Lease Agreement dated as of June 15, 1995, between the assignor, as lessor, and Union Pacific Railroad Company, as lessee, covering open-top hopper cars, covered hopper cars, boxcars, and autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

SCHEDULE A
(Transaction dated June 15, 1995--Fleet Credit Corporation)

<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
118-ton, 3895 cu.ft. open top hopper cars	UP	48673--49059, inclusive
Bi-level autoracks	UPL	91371--91383 91385--91421 91423--91623 91625 91629--91779 91781--91788 91790, 91791 91793--91798 91803 91807, 91808 all inclusive
Tri-level autoracks	UPL	91329--91349 inclusive

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
420	110-ton covered hopper cars	UP	89350--89481 89483--89518 89520--89571 89573--89579 89581--89585 89587 89589--89604 89606 89608--89615 89618--89622 89624--89629 89631 89633--89657 89660--89661 89663--89773 89775--89786
100	100-ton boxcars	CNW	520000--520099
166	Bi-level autoracks	UPL	91384, 91624 91626--91628 91780, 91789, 91792, 91799--91802 91804--91806 91809--91834 91844--91968
21	Tri-level autoracks	UPL	91350--91370

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
212	110-ton covered hopper cars	UP	89482, 89519, 89572, 89580, 89586, 89588, 89605, 89607, 89616, 89617, 89623, 89630, 89632, 89658, 89659, 89662, 89774, 90155--90349
10	Bi-level autoracks	UPL	91422, 91835--91843

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
500	Covered hopper cars	UP	90350--90849

19494-Z

AMENDED AND RESTATED MEMORANDUM OF LEASE
ASSIGNMENT dated as of June 15, 1995, between
FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION, not in its individual capacity
but solely as trustee under a Trust Agreement
dated as of the date hereof with Fleet Credit
Corporation (hereinafter, in such capacity,
called the **Assignor**), and HARRIS TRUST AND
SAVINGS BANK (hereinafter called the
Assignee).

WHEREAS the Assignor and Union Pacific Railroad
Company have entered into that certain Lease Agreement dated
as of the date hereof and supplements thereto (hereinafter
collectively called the **Lease**), covering the railroad
equipment listed in Schedule A hereto, bearing the reporting
marks and road numbers of Union Pacific Railroad Company and
its affiliates shown in said Schedule A and all additions
and alterations thereof, replacements thereof and
substitutions therefor (hereinafter collectively called the
Equipment);

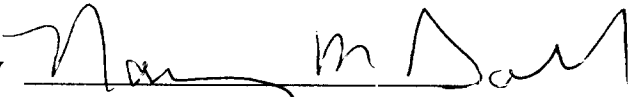
WHEREAS the Assignor and the Assignee have entered
into that certain Trust Indenture and Security Agreement
dated as of the date hereof and supplements thereto,
pursuant to which the Lease has been assigned by the
Assignor to the Assignee; and

WHEREAS from time to time memoranda of lease
assignment in respect of the Lease and the Equipment have
been recorded with the Interstate Commerce Commission
pursuant to then section 11303 of Title 49 of the United
States Code and assigned to recordation number 19494.

NOW THEREFORE, the parties hereto wish to amend
said memoranda and restate the same in their entirety, and
to record this memorandum pursuant to section 11301 of Title
49 of the United States Code, as amended by the ICC
Termination Act of 1995, to afford the parties hereto the
benefits of said section 11301 with respect to the Lease,
the assignment thereof, and the Equipment.

IN WITNESS WHEREOF, the parties hereto hereby agree that the memoranda of lease assignment described herein are amended and restated in their entirety hereby, and accordingly have caused this amended and restated memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as
trustee, as aforesaid

by 

HARRIS TRUST AND SAVINGS BANK

by 
Assistant Vice President

STATE OF UTAH

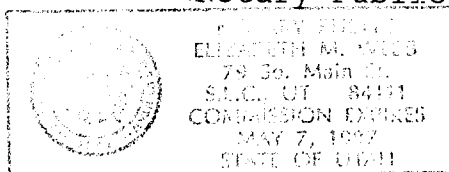
COUNTY OF SALT LAKE

)
)
) SS.:

On this 4th day of March, 1996, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Elizabeth M. Dahl
Notary Public

My commission expires



STATE OF ILLINOIS

COUNTY OF COOK

)
)
) SS.:

On this 1st day of March, 1996, before me personally appeared Daniel G. Donovan, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



[Signature]
Notary Public

My commission expires

SCHEDULE A
(Transaction dated June 15, 1995--Fleet Credit Corporation)

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118-ton, 3895 cu.ft. open top hopper cars	UP	48673--49059, inclusive
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Tri-level autoracks	UPL	91329--91349 inclusive

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
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100	100-ton boxcars	CNW	520000--520099
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21	Tri-level autoracks	UPL	91350--91370

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
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10	Bi-level autoracks	UPL	91422, 91835--91843

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
500	Covered hopper cars	UP	90350--90849